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#### **COVER LETTER**

Department of State New Filing Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	TELLEZ DESIGN CORPORATION		
	(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)
Enclosed are an orig	ginal and one (1) copy of the art	icles of incorporation and	d a check for:
\$70.00 Filing Fee	□ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	& Certificate of Status
•		ADDITIONAL CO	DPY REQUIRED
FROM:	JORGE	NOLC (Printed or typed)	·
	2561 NE 1		
Address			
	N MIAMI BEAC	H, FL 33160 State & Zip	)
	(786) 487	7-1291	
	•	elephone number	
	jorgenolc@ya E-mail address: (to be use	ahoo.com d for future annual report	notification)

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION OF TELLEZ DESIGN CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of the Corporation is:

TELLEZ DESIGN CORPORATION

#### ARTICLE II - PURPOSE OF CORPORATION

The general nature of the business and business to be transacted are as follows:

- To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States including Import and Exports Activities.
- 2) Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any an all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

#### ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

480 NE 191 STREET MIAMI, FLORIDA 33179

#### ARTICLE IV - EFFECTIVE DATE

These Articles of the Incorporation shall be effective on January 02, 2015 upon approval of the Secretary of State, State of Florida.

#### ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

1) The initial officer(s) and/or Director(s) of the Corporation is/are:

President:

ANDRES TELLEZ

Secretary:

ANDRES TELLEZ

Treasurer:

ANDRES TELLEZ

- 2) The address shall be the same as the principal office of the Corporation.
- 3) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

#### ARTICLE VI - SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value. All stock is to be issued as fully paid and exempt from assessment.

#### **ARTICLE VII - GENERAL PROVISIONS**

- **7.1** The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- **7.2** Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- **7.3** A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- 7.4 The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extend permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

#### ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE IX - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XII - REGISTERED AGENT**

The name and address of the registered agent of this Corporation is:

Jorge Nolc 2561 NE 184 TERRACE N. MIAMI BEACH, FLORIDA 33160 14 NOV 17 PH 2: 14
VALUERHASSEE, FLORID

Having been named as registered agent to acecept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:

Signature of Registered Agent

Miami, ///7/14

#### ARTICLE XIII - BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of

Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable.

statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### ARTICLE XV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

ANDRES TELLEZ 480 NE 191 STREET MIAMI, FLORIDA 33179

> ANDRES TELLEZO INCORPORATOR

Miami, /////////